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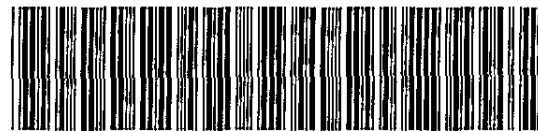
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Adm. Assignment

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W. P. Verifier

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PROXIMITIES, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Thomas J. Peff	<div>2004 JUL 21 A 3:22 SECRETARY TALLAHASSEE</div>
(Name of Person)	
Proximities, Inc.	
(Firm/Company)	
1335 Gateway Drive, Suite 2005	
(Address)	
Melbourne, Florida 32901	
(City/State and Zip code)	

For further information concerning this matter, please call:

Thomas J. Peff	at (609) 951-9595
(Name of Person)	(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 22, 2004

THOMAS J. PEFF
PROXIMITIES, INC.
1335 GATEWAY DRIVE, SUITE 2005
MELBOURNE, FL 32901

SUBJECT: PROXIMITIES, INC.
Ref. Number: W04000028244

We have received your document for PROXIMITIES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

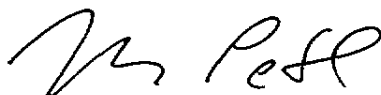
Diane Cushing
Document Specialist

Letter Number: 704A00046525

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Proximities, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 20-121728
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. AUGUST 21, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 1335 Gateway Drive, Suite 2005
(Principal office address)
Melbourne, FL 32901
(Current mailing address)
8. To engage in any lawful activity for which the corporation may be organized
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: Thomas Peff
Office Address: 1335 Gateway Drive, Suite 2005
Melbourne, Florida 32901
(City) (Zip code)
10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.
12. Names and business addresses of officers and/or directors:

A. DIRECTORS (Street address only - P.O. Box NOT acceptable) Chairman: Address:

Director: Ronald R. Carey

Address: 1335 Gateway Drive, Suite 2005, Melbourne, FL 32901

Director: James C. Daley, Jr.

Address: 1335 Gateway Drive, Suite 2005, Melbourne, FL 32901

Director: John W. Lerch

Address: 1335 Gateway Drive, Suite 2005, Melbourne, FL 32901

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Ronald R. Carney

Address: 1335 Gateway Drive, Suite 2005, Melbourne, FL 32901

Vice President: _____

Address: _____

Secretary: Thomas J. Peff

Address: 1335 Gateway Drive, Suite 2005, Melbourne, FL 32901

Treasurer: Thomas J. Peff

Address: 1335 Gateway Drive, Suite 2005, Melbourne, FL 32901

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Ronald R. Carney President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ronald R. Carney, President
(Typed or printed name and capacity of person signing application)

2008 JUL 21 A 8:22
SECRETARY
TALLAHASSEE

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROXIMITIES, INC." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF JUNE, A.D. 2004.

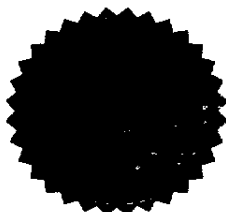
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PROXIMITIES, INC." WAS FORMED ON THE TWENTY-FIRST DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

FILED
2004 JUL 21 A 8:22
SECRETARY OF STATE
TALL/HASSELL

3561197 8300

040433027



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3165666

DATE: 06-10-04